

Procedures and Guidelines for the Nominating Committee

Osher Lifelong Learning Institute at George Mason University

May 2007

(Exhibit A updated to reflect Oct 17, 2008 Board resolution)

The OLLI Bylaws provide that the Board shall develop and publish procedures and guidelines for the selection, nomination and election of directors and officers. The following procedures have been published by the Board in consultation with the 2007 Nominating Committee. *The OLLI Bylaws may be accessed on the OLLI website or a printed copy may be requested from the office.*

Nominating Committee (NC)

OLLI Bylaws specify that an NC shall be formed each year for the purpose of recommending candidates for election to the Board of Directors and for identifying directors willing to serve as officers.

The president appoints a chair no later than January 14 of the election year, with the approval of the Board at the next Board meeting. After accepting the President's appointment, the NC chair immediately appoints a committee composed of two members of the current Board and at least three members from the general membership. No Board member who is seeking reelection is permitted to serve on the NC.

The NC chair presents the names of the committee members to the Board at the earliest opportunity. After Board approval, names are announced to the membership through the OLLI E-News. (See Publicity below.) The NC chair provides committee members with a copy of these procedures and guidelines, including all exhibits, and sets up a schedule of meeting dates. **The chair should also work with the President to establish a schedule of key dates (see Meetings section), and create a calendar with due dates for the various tasks required of the NC.**

Seeking Candidates

The Board consists of 18 OLLI members; six members or one-third are elected each year to serve three-year terms. Directors are limited to two consecutive terms, unless an appointed Director has served on the Board for one year or less. Individuals may serve again as a director after a two-year absence from the Board. Members of the NC are not eligible to be candidates for director or officer during the upcoming year.

The NC must present six candidates to fill the Board openings, although the recommended number is nine (allowing for at least two more than will be elected, even if there is one dropout) to twelve (more than that probably dilutes the vote too much).

The NC chair first should contact Board members eligible to run for a second term to see if they are willing to do so. The NC then should canvas the Board, executive director, committee chairs and staff for names of possible candidates. It should also canvas the general membership for suggestions (See Publicity section).

NC members should solicit opinions from OLLI members with discretion. No promises or representations should be made to anyone without the knowledge and approval of the full NC.

The NC shall meet in closed sessions as many times as is necessary during the months of February and March to consider, as a group, the qualifications of each candidate as recommended by the Board in **Exhibit A**, “What Is Expected of an OLLI Board Member”. The committee then compiles a master list. All discussions are confidential as are the proceedings at all NC meetings.

As a general rule, candidates who have been members of the Institute for at least one year will have a better understanding of OLLI’s mission, structure and function. The NC should look for proportional representation on the Board from Tallwood and other campus sites as well as proportional gender representation and a mix of new blood and old experience.

The Slate

The NC should have a list of names of at least 40 qualified potential candidates to discuss. A first list of about 12 to 15 names of the most highly qualified candidates should be contacted by telephone to determine who wishes to run. The phoning requires close coordination on the part of the chair with the others phoning.

The message to be conveyed includes a run down of qualifications (**Exhibit A** can be provided to potential candidates.) Candidates should also be informed that:

- Members of the Board not only make policy but are expected to actively participate in OLLI affairs and to faithfully attend Board meetings.
- The ballot will list more candidates than openings, so not everyone will be elected.
- The names of the nominees will be posted on the OLLI Website; for those candidates who agree, photos and bios will also be posted on the Website.

Past experience suggests that many refusals will be received. If the first list proves unsuccessful, the chair will hand out a second list for phoning. Several rounds of phoning may be necessary to achieve the optimum size slate. NC members should use reassurance, honest and sincere compliments or other measures as needed to get acceptance from a well-qualified member.

Once the slate is complete, the results are announced at the March Board meeting, and in the OLLI E-News (See Publicity section) The chair sends a thank-you letter with a schedule of events to each of the nominees (**Exhibit B**) and includes with the letter a copy of **Exhibit A** and “Information Sheet for Nominees” (**Exhibit C**).

Each nominee sends in a one-paragraph biography, written in the third person singular, which is then edited for consistency by one of OLLI's editors or someone on the NC with editorial experience. The bio should include activities at OLLI as well as past experience. The chair arranges for an OLLI member to take photos of each nominee. By mid-April, the bios must be submitted to the OLLI office for inclusion with the Annual Meeting Notice.

Nominations by Petition

Petition candidates may be added to the ballot if each such candidate meets the requirements listed in **Exhibit A** and has received the written support of at least one percent of the members of the Institute. A petition nomination must be received by the NC at least ten days in advance of the mailing of ballots. The Nominating Committee will inform the membership simultaneous with the announcement of the slate of the exact number of signatures needed on a petition in the current year and of the date by which a petition must be received.

Publicity

As in any campaign, publicity is the major factor. Publicity is required in both the candidate recruitment phase and in the election phase. The NC is responsible for the various forms of publicity listed below. It is recommended that the NC chair assign this task to one or two NC members.

Publicity – Candidate Recruitment

- Articles should be placed regularly by the NC in the OLLI E-News listing qualifications and inviting members to become candidates and/or to suggest names of possible candidates.
- A flyer notifying members of the search for qualified candidates should be prepared by the NC and placed by staff in every classroom.
- The Program Coordinator, who prepares the “L-News”, should be asked by the NC to include a reminder each week about all candidate and election events for the use of classroom liaisons.

Publicity – Board Candidates and Election

- After approval of the NC nominees by the Board, the NC chair should publicize their names in the OLLI E-News.
- Bios and photos of the nominees should be posted by the NC as soon as they are available on display boards at Tallwood and at any other OLLI campuses. They should also be sent by the NC to the OLLI Webmaster for posting on the website.

Nominees must be informed in advance of what information will be posted. If an individual nominee expresses a preference not to have a bio posted, such preference will be honored.

- Each nominee shall wear a distinctive ribbon or other eye-attracting insignia attached to his or her nametag for the duration of the campaign. Liaisons are requested to have any nominees in the classroom stand up to be identified and to remind members of election events.
- The NC should arrange for and announce general membership meetings at all major OLLI locations for the membership to hear the candidates speak briefly about their qualifications and interest in becoming Board members.
- The NC should highlight the slate and scheduled speeches in the OLLI E-News on a weekly basis throughout the spring. Members also should be informed of all procedures concerning the election. Examples include: reminders that nominations by petition will be accepted up to ten days prior to the ballot mailing, ballots containing more than six names will not be counted, only one ballot per official OLLI envelope will be accepted, and lost or misplaced ballots will not be replaced. Nominees are encouraged to attend the spring term New Members' Coffee, to attend Board meetings and to make themselves generally known to members. If possible, an informal session where current Board members and committee chairs share their experiences with the nominees can be very helpful.
- The NC chair or his/her representative must submit reports before each Board meeting and if possible, attend Board meetings.

Meetings

The Bylaws provide that members in good standing have the right to vote at general membership meetings on election of the Board of Directors. Directors are elected from among the candidates submitted by the NC. Voting takes place by secret ballot during the month of May.

An Annual Membership Meeting shall be scheduled each year by the President on the first Friday in May, and shall include a "Meet the Candidates" session. A Reston "Meet the Candidates" meeting shall be scheduled each year in Reston on the last Friday in April. **No other classes, special events, clubs, etc. shall take place during the time of these meetings.** The closing date of the election will take place on the third Friday in May, fourteen days after the Annual Membership Meeting.

If desired, the NC also may arrange for and announce additional "meet the candidates" events other than those mentioned above.

The NC chair's responsibilities during all such meetings include introducing the candidates, calling them in random order, keeping them to a time limit, moderating

any question and answer segments, and reminding members of voting procedures and the closing date.

Notices and Ballots

As specified in the Bylaws, the OLLI secretary is to notify the general membership of the date of the Annual Membership Meeting at least 25 and no more than 60 days in advance, and to notify the membership of the closing date of the elections at least 25 days in advance. **(Exhibit D)** Such notification can be done by first class mail, electronic mail, facsimile or hand delivery, and shall include a copy of the agenda. Biographies may be sent in a separate email if desired.

The Bylaws also specify that the NC chair is to distribute ballots at least 15 days in advance of the election closing date. To encourage voters to hear the candidates speak before casting their ballots, it is recommended that the NC chair mail the ballots about a week prior to the Annual Membership Meeting. Ballots are mailed first class, using a list of members in good standing for the spring term, as certified by the OLLI secretary.

Ballots are enclosed in envelopes addressed to each member, bearing the OLLI return address and marked in the lower left-hand corner "OLLI Ballot". The envelope contains a single ballot and another envelope for returning the ballot . This inner envelope is addressed to OLLI, with an OLLI return address and an "OLLI Ballot" designation in the lower left-hand corner. Ballots may be returned by mail or may be inserted into locked ballot boxes at Tallwood and other campus sites. Ballots returned by mail are inserted in a locked ballot box at Tallwood.

Names of the nominees, including any petition candidates, are printed on the ballot in random order. A capital letter precedes each name; use the same letters as shown on the sample ballot **(Exhibit E)** since they are easily distinguishable from each other when spoken. (The letters instead of names are called out during the tally to speed up the process.) The voter circles the letter preceding each name of his or her choice. A ballot with more than six choices is invalid.

The ballot must include directions on how to return it, including only one ballot per official OLLI envelope, the date by which the return ballot must be received, specific instructions on circling the letter preceding the candidates' name, and doing so for not more than six candidates, and the fact that no member having lost or misplaced his or her mailed ballot shall receive a second ballot. Publicize this last fact several times during the voting period.

It is recommended that the NC encourage members to hear the candidates in person before they vote. However, some members will vote immediately on receipt of their ballots; all ballots will be counted no matter how early in the process they are returned, until the closing date.

The Count

At the conclusion of the voting period, the chair retrieves ballot boxes from all locations. In a private room, the NC, headed by the chair, makes the count. The NC rejects improperly submitted envelopes.

Then the sealed envelopes are opened by the NC, counted and the results recorded on tally sheets (**Exhibit F**). Two teams, each composed of a caller, a recorder and a checker, and doing half of the ballots, expedites the counting process. The caller calls out the letter preceding the name voted for, the recorder enters a mark on the tally sheet and the checker stands behind the recorder to catch any errors. The winning nominees are then confirmed and certified by a second count. This process should not be rushed and all members of the NC should watch and be prepared to verify its accuracy.

The election ballots and tallies are secured at the Tallwood office. The NC chair then lists the winners' names in alphabetical order for release to the membership. All nominees are informed privately whether they have won or lost. Those having lost are thanked by mail, told that should a vacancy occur, they may be asked to fill the position **and** encouraged to run again (**Exhibit G**). The new Board members are announced to the membership by an email message, by the Institute newsletter and on the OLLI Website.

The new Board members begin their terms at the first Board meeting to be held within four weeks after the closing date of the election. Officers are elected from the Board members at this special meeting. The up to four-week interval gives the NC the time needed to canvas Board members regarding their willingness to run for an officer position.

Canvass for Board Officers, Election of Officers

The NC chair, and one or two NC members if desired, is responsible for canvassing the twelve ongoing and six newly-elected Board members for willingness to be a Board officer in the coming year. This must be done in the period between the close of the voting period and the June meeting of the new Board. The questions to be asked of each Board member are:

- Will you, as an ongoing or newly elected Board member, accept nomination for any of the four officer positions? (A Board member can run for more than one office.)
 - The positions are: President, Vice President, Secretary and Treasurer
- Do you have recommendations of Board members for any of the officer positions?

A little persuasion is sometimes necessary. The duties of the officers are specified in the Bylaws and may include additional provisions in the OLLI Board of Directors Handbook. Note that the term of office for officers is one year, and officers may not serve more than two consecutive one-year terms in the same office. However, if the NC is unable to find a candidate to run for the office of vice president, secretary or treasurer, the president may, with the approval of the Board, appoint the incumbent to remain in that position for an additional year.

The NC chair should communicate the slate of candidate officers to the Board members as soon as it is available so that they will have ample time to consider their preferences. The NC chair provides absentee ballots (**Exhibit H**) to be used by any absent Board member who requests them for a vote on any office. Absentee votes should be returned to the NC chair by one hour before the stated start time of the special Board meeting for election of officers. Absentee votes for officers are valid only for the first ballot for each office.

The NC chair conducts the election of officers at the Board meeting. The choices for each office are printed on separate ballots. The Board votes for each officer separately, beginning with the president, followed by a vote for the vice president, treasurer and secretary in that order. Each candidate for an office is asked to make a brief statement, in the absence of his or her opponent(s), of what he or she would like to accomplish in office. The candidate(s) for each office leave the room to allow for discussion. Nominations and seconds are requested from the Board members. Balloting is secret. Multiple balloting may be required to obtain a majority vote of ten for any one office. The meeting is turned over to the new president.

The NC chair winds up the committee's performance with a written report that is held in the NC file in the Tallwood office.

The OLLI office staff will help with letters, scheduling and ballot and mailing preparation.

Note: Any requests for exceptions to the procedures based on hardship or exceptional circumstances may be adjudicated by the NC chair in consultation with the OLLI president.

- Exhibits:**
- A. What Is Expected of an OLLI Board Member
 - B. Thank You Letter to Nominees
 - C. Information Sheet for Nominees
 - D. Letter Announcing the Annual Meeting
 - E. Sample Ballot
 - F. Sample Tally Sheet
 - G. Appreciation Letter to Unsuccessful Candidates
 - H. Absentee Ballot for Election of Officers

Note: The May 2007 Procedures and Guidelines for the Nominating Committee were given provisional approval by the OLLI Board by an email vote completed on May 22, 2007.

EXHIBIT A

What Is Expected of an OLLI Board Member

OLLI encourages members to be candidates for the Board of Directors. It is important for potential candidates to understand what is expected of an OLLI Board member. OLLI is an independent nonprofit organization affiliated with George Mason University. The OLLI Board is an active board with a governance responsibility; OLLI management is the responsibility of the executive director.

The Board recommends that whenever possible the Nominating Committee seek Board candidates for three-year terms who have demonstrated or expressed the following qualifications and standards:

1. An active interest in the Institute in one or more of the following areas—
 - a. Teacher, moderator or coordinator of a course or event;
 - b. Committee member; or
 - c. Other volunteer work;
2. The ability to communicate and express ideas verbally and in writing; and the ability to access and use email, email attachments and websites on a regular basis;
3. Willingness to contribute energy, ideas and time in support of the Institute;
4. Willingness to assume an active role in the governance of the Institute, over and above policy making on the Board, in areas such as Institute officer or committee chair or active committee member; and
5. Willingness to assume the responsibilities expected of any nonprofit board—
 - a. Determine mission and purposes
 - b. Select, support and evaluate performance of executive director
 - c. Ensure effective organizational planning
 - d. Ensure adequate resources and financial responsibility
 - e. Determine, monitor and strengthen programs
 - f. Enhance organization's public standing
 - g. Ensure legal and ethical integrity and maintain accountability
 - h. Recruit and orient new board members and assess board performance

Sources for responsibilities of nonprofit boards: Andringa, Robert C. and Ted W. Engstrom, *Nonprofit Board Answer Book: Practical Guide for Board Members and Chief Executives*, 2nd ed., new and expanded ed. Washington, DC: BoardSource, 2002. Howe, Fisher, *The Nonprofit Leadership Team*, San Francisco: Jossey-Bass, A Wiley Imprint, 2004.

The Howe book was recommended as a useful handbook for Board members by 2006-2007 OLLI president Debbie Halverson. Office copies of both books are available for loan to Board members and Board candidates. The Board conducts an orientation session annually for new Board members. For a copy of the materials from the most recent session, contact the OLLI office or the current OLLI secretary.

EXHIBIT B

WELCOME LETTER

March 15, 2007

Dear _____,

Thank you for agreeing to be a candidate for the OLLI Board of Directors in the 2007 election. Your acceptance will be announced at the OLLI board meeting this Friday, March 15, 2007. The board president, Debbie Halverson will also send out a President's Message to the general membership announcing the complete slate of candidates.

All candidates will soon be contacted by our intrepid staff photographer, Abbie Edwards, to arrange for photos, a briefing and a Q&A session.

Meantime, would you please prepare a brief biosketch, following the guidelines included in the following "Information Sheet for Prospective Board Candidates"? This may be mailed (snail or e-mail) to me to arrive not later than March 20.

I have also included a copy of "What Is Expected of an OLLI Board Member."

Thank you again for your cooperation and support of OLLI. If you have any questions, or if our committee can help in any way, please contact me or any of the committee members: Florence Adler, Leo Brennan, Ted Parker, Abbie Edwards and Eileen Duggan

Sincerely,

Chair, Nominating Committee

EXHIBIT C

INFORMATION SHEET FOR PROSPECTIVE BOARD CANDIDATES

GENERAL

Term of Office: Three years, eligible for a second three year term.

Meeting Schedule: 3rd Friday each month, approx. 2 hours (10–12) and special meetings as called.

Duties: Active participation in the affairs of the Institute, meeting discussions, etc. (See “What is Expected of an OLLI Board Member”) and willingness to serve or chair at least one Committee where vacancies indicate and at the pleasure of the President.

PRE-ELECTION

Attend briefing/Q&A session (to be scheduled) to discuss election procedures.

Submit brief (1 page max.) “bio/objectives” statement with emphasis on your particular interests in OLLI’s future – e.g. growth policies; participation in/with GMU programs; academic vs. social programs. Not more than a brief paragraph on personal/employment history; this with emphasis on experience, particularly that qualifying for a director’s functions, why you joined OLLI, how long you’ve been a member, OLLI jobs— Instructor, Committee Memberships, Liaison, Office Volunteer etc. This will be for publication with candidacy announcement and Notice of Annual Meeting.

ANNUAL MEETING & RESTON “MEET THE CANDIDATES” MEETING

Attend, prepared to give a 2 to 5 minute (MAX) “Campaign Speech”, remembering that members have read your bio and know about your background, emphasizing why you want to serve on the Board, (true and sincere as I’m sure it is, please avoid the ‘to give something back’ cliché) and why a member should vote for you.

Be aware that there are only six vacancies, with nine candidates (including one incumbent), seeking election. There will be no “winners” or “losers”. Six will be elected, the others will not, but will be encouraged to run again next time when they and their credentials are better known. They will still be the qualified and capable persons the Committee wants to see on the Board. Further, their names will be retained for consideration should vacancies occur.

BOARD MEETINGS

Candidates are urged to attend Board Meetings for the next few months for a first-hand look at what to expect.

Thank you again for your willingness to serve and good luck to each of you!

Chair, Nominating Committee

EXHIBIT D

OLLI Annual Meeting, Friday May 4, 2007, 10:00, Tallwood

Closing Date for Elections for Board of Directors: May 18

The OLLI Annual Membership Meeting will be held on Friday, May 4, 2007, at 10:00 a.m. at Tallwood, with the following agenda:

- Reports from president Debbie Halverson and executive director Dick Chobot on the state of the Institute; and
- Brief speeches by the candidates for election to the Board, opportunity to ask questions of the candidates, moderated by Nominating Committee chair Richard Lanterman.

Each OLLI member will receive by mail a ballot and an addressed envelope marked **BALLOT ENCLOSED**. Use this ballot to vote for up to six candidates; you may mail the ballot to OLLI or drop it in a ballot box at Tallwood or Reston. Since you do not sign the ballot or return envelope, your vote remains completely anonymous. To be counted, all ballots must be received by noon on Friday, May 18,

Do not lose your ballot: *No member having lost, damaged or destroyed his/her mailed ballot may receive a second ballot.* Making more than six choices will invalidate your ballot. Similarly, more than one ballot per envelope, any ballot not in the furnished **BALLOT ENCLOSED** envelope, or not received by May 18 will be invalid.

If you have questions about the election process, contact any Nominating Committee member:

Florence Adler
Leo Brennan

Eileen Duggan
Abbie Edwards

Richard Lanterman
Ted Parker

The OLLI bylaws require that the Secretary notify members of the date, time, place and agenda of the Annual Membership Meeting from 25 to 60 days in advance, and notify members of the closing date of elections at least 25 days in advance. The bylaws allow for electronic transmission. This notice has been emailed to the OLLI membership, mailed to those without email, included in the *OLLI E-News*, and provided as a handout in classrooms to comply with the bylaws.

Carol Henderson, OLLI Secretary

EXHIBIT E

**BALLOT
OLLI BOARD ELECTION 2007**

INSTRUCTIONS

There are six vacancies to be filled.

CIRCLE the letters preceding the names of the candidates for whom you wish to vote. You may vote for **NOT MORE THAN SIX** candidates. If more than six letters are circled, the ballot will be void.

When you have finished, place the ballots in the “BALLOT ENCLOSED” return envelope - **ONE BALLOT PER ENVELOPE**; multiple ballots in a single envelope or in other than the BALLOT ENCLOSED envelope will be void – and either mail it (it is already addressed) or drop it in a ballot box at Tallwood or Lake Anne.

Your ballots must be received no later than 12 Noon on Friday, May 18.

THIS IS THE ONLY BALLOT YOU WILL RECEIVE. NO REPLACEMENT WILL BE PROVIDED.

L	Rosemary McDonald
Y	Ed Mentz
G	Joe Cowden
Q	Debbie Halverson
B	Joan Axilbund
X	Emmett Fenlon
H	Al Roe
F	Bob Lawshe
T	John Woods

EXHIBIT F

SAMPLE TALLY SHEET

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EXHIBIT G

APPRECIATION LETTER TO UNSUCCESSFUL CANDIDATES

May 23, 2007

Dear _____,

On behalf of the OLLI Nominating Committee, thank you for your participation in the 2007 Board of Directors election.

The Nominating Committee worked very hard to field a slate of qualified and talented candidates willing to lead OLLI into the future and you certainly have demonstrated the qualities that we were seeking. We are very grateful that you were willing to take on such leadership and management responsibilities. This was a significant commitment and the membership is grateful for your generosity.

We hope that you continue to remain involved in OLLI activities and encourage you to consider running again in the future.

Warm regards,

Chair, Nominating Committee

EXHIBIT H

Osher Lifelong Learning Institute

2007 Election of Officers

Absentee Ballot

To the Chairman of the Nominating Committee:

I, _____ (print name), a member of the Board of Directors of the Osher Lifelong Learning Institute, am unable to be present for the 2007 election of officers. In this absentee ballot, I wish to cast my votes for the following individuals for the four listed offices:

President _____ (print name)

Vice President _____ (print name)

Secretary _____ (print name)

Treasurer _____ (print name)

Absentee votes for officers are valid only for the first ballot for each office.

Signed _____

Date _____

INSTRUCTIONS TO ABSENTEE VOTER:

After completing the above ballot, place the ballot in a sealed envelope. Print your name and the words "ABSENTEE BALLOT" on the front of the envelope. Make sure the envelope is in the hands of the Chairman of the Nominating Committee at least one hour before the Board meeting for election of officers.